

## **EXHIBIT C**

IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

NEW CENTURY BANK d/b/a

\*

CUSTOMERS BANK,

\*

\*

Plaintiff,

\*

\*

v.

\* CIVIL ACTION NO.

\* 10-cv-06537-HB

OPEN SOLUTIONS, INC.,

\*

\*

Defendant.

\*

\*\*\*\*\*

ORAL DEPOSITION OF

ROBERT C. SCHOPPE

FEBRUARY 17, 2011

VOLUME 1

\*\*\*\*\*

ANSWERS AND DEPOSITION OF ROBERT C. SCHOPPE,  
produced as a witness at the instance of the Plaintiff,  
and duly sworn, was taken in the above-styled and  
-numbered cause on the 17th day of February 2011,  
beginning at 9:33 a.m., before D. Beth Randolph, a  
Certified Shorthand Reporter in and for the State of  
Texas, at the offices of Esquire Deposition Solutions,  
located at 1700 Pacific Avenue, Suite 4750, Dallas, Texas,  
in accordance with the Federal Rules of Civil Procedure  
and the agreement hereinafter set forth.



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A P P E A R A N C E S

FOR THE PLAINTIFF:

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1 we talked to them about options they could do as we would  
2 talk to about any -- with any assuming bank.

3 Q. Now, you just used and I believe earlier in your  
4 testimony used a few references to deconversion.

5 A. Sure.

6 Q. Can you tell me what your understanding of  
7 deconversion is?

8 A. The data -- the electronic data of the failed  
9 bank whether it's the loans or the deposit is on a data  
10 processing system. In this case it's OSI system. An  
11 assuming bank will deconvert off of in this case OSI's  
12 system onto their own system.

13 Q. Then does the acquiring bank after it receives  
14 the deconverted data have to do additional work to then  
15 have it in effect uploaded on to the second system?

16 MR. DEENIS: Objection. Form.

17 A. Well, they simply have to map the data from the  
18 previous system to their system in order for that  
19 information to flow to their new system. I think your  
20 question was is there other work after the deconversion.  
21 There probably could be some cleanup work. That would be  
22 on their system, not on OSI's system in this case.

23 Q. (BY MR. SHAFFER) Now, what were the various  
24 options that were discussed between the FDIC and customers  
25 Bank regarding the Open Solutions agreements?



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1           A.    As I recall, there was a lot of discussion on the  
2           contractually required payment portion of the  
3           deconversion, and we told them that the contract was in  
4           the name of the receiver and so that if any -- if there  
5           were any contractually required payments, it would have to  
6           come from the receiver, not from them.

7                         We told them that the options were to --  
8           if they couldn't negotiate a reasonable deconversion price  
9           with OSI, they really only had two options. One was a  
10          manual deconversion or the other option is to take their  
11          chances in court.

12          Q.    So did you discuss with -- strike that. One of  
13          the options that was discussed with Customers Bank in  
14          those October conference calls was the potential for  
15          manual deconversion of the data from the USA Bank system;  
16          is that correct?

17          A.    It was briefly discussed but it was impractical  
18          to do but it was discussed, yes, sir.

19          Q.    Well, you were aware of the fact, were you not,  
20          that other banks have manually deconverted?

21          A.    I am aware that some other banks have done that,  
22          but customer service did not feel that was a viable  
23          option.

24          Q.    So would it be fair to say that the options that  
25          were discussed was to pay the agreed amount for



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